

MORITT HOCK & HAMROFF LLP

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*Special Conflicts Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	: Case No. 18-23538 (RDD)
	:
	: (Jointly Administered)
Debtors. ¹	:
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**NINTH MONTHLY FEE STATEMENT OF MORITT HOCK & HAMROFF LLP FOR
PROFESSIONAL SERVICES RENDERED AND DISBURSEMENTS INCURRED AS
SPECIAL CONFLICTS COUNSEL FOR THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR THE PERIOD OF
NOVEMBER 1, 2020 THROUGH DECEMBER 31, 2020**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Moritt Hock & Hamroff LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation
Date of Retention:	April 30, 2020 <i>nunc pro tunc</i> to January 2, 2020
Period for Which Compensation and Reimbursement Is Sought:	November 1, 2020 through December 31, 2020
Monthly Fees Incurred:	\$19,184.50
20% Holdback:	\$ 3,836.90
Total Compensation Less 20% Holdback:	\$15,347.60
Monthly Expenses Incurred:	\$ 233.08
Total Fees and Expenses Requested:	\$15,580.68

This is a X monthly ___ interim ___ final application

Moritt Hock & Hamroff LLP ("Moritt Hock"), special conflicts counsel for the Official Committee of Unsecured Creditors (the "Creditors' Committee") of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the "Debtors"), hereby submits this statement of fees and disbursements (the "Ninth Monthly Fee Statement") covering the period November 1, 2020 through December 31, 2020 (the "Compensation Period"), in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses and Retained Professionals* (the "Interim Compensation Order") [Docket No. 769]. By the Ninth Monthly Fee Statement, Moritt Hock requests (a) interim allowance and payment of compensation in the amount of \$15,347.60 (80% of \$19,184.50 for fees on account of reasonable and necessary professional services rendered to the Creditors'

Committee by Moritt Hock and (b) reimbursement of actual and necessary costs and expenses in the amount of \$233.08 incurred by Moritt Hock during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Moritt Hock professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Moritt Hock for services rendered to the Creditors' Committee are the same rates that Moritt Hock charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Moritt Hock professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Moritt Hock professionals and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Moritt Hock in connection with services rendered to the Creditor's Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Moritt Hock in connection with the services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Ninth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Moshin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to Debtors, Weil, Gotshal & Manges LLP, 767 Ninth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) counsel to the Creditors' Committee, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attention: Ira S. Dizengoff (email: idizengoff@akingump.com), Philip C. Dublin (email: pdublin@akingump.com), and Sara L. Brauner (sbrauner@akingump.com); (iv) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 1014, Attention: Paul Schwartzberg (email: paul.schwartzberg@usdoj.gov) and Richard Morrissey (email: richard.morrissey@usdoj.gov); (v) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com), and George R. Howard (email: george.howard@skadden.com); (vi) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (email: harnerp@ballardspahr.com); and (vii) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (email: marriott@ballardspahr.com) and Tobey M. Daluz (email: daluzt@ballardspahr.com) (collectively, the "Notice Parties").

Objections to this Ninth Monthly Statement Fee, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than February 10, 2021 (the

“Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Ninth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Ninth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of the Ninth Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

Dated: New York, New York
January 26, 2021

MORITT HOCK & HAMROFF LLP

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Holdings Corporation, et al.*

EXHIBIT A²

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Ted A. Berkowitz	Restructuring/ Bankruptcy	1984	\$695	0.30	\$208.50
James P. Chou	Litigation	1997 (NY) 1996 (NJ)	\$595/\$615	10.90	\$6,677.50
Theresa A. Driscoll	Restructuring/ Bankruptcy	2000	\$575	6.50	\$3,737.50
Danielle J. Marlow	Litigation	1997	\$565	5.20	\$2,938.00
Total Partner				22.90	\$13,561.50
PARALEGALS					
Victoria Jankowski	Litigation	N/A	\$245/\$260	20.70	\$5,337.00
Sheila Marino- Thomas	Litigation	N/A	\$260	1.10	\$286.00
Total Paralegal				21.80	\$5,623.00
Total Hours/ Fees Requested				44.70	\$19,184.50

² Rates reflect customary annual increases effective as of December 1, 2020

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION
Partners and Counsel	609.00	22.90	\$13,561.50
Associates	0.00	0.00	\$0.00
Paralegals/ Non-Legal Staff	255.00	21.80	\$5,623.00
Blended Timekeeper Rate	432.00		
Total Fees Incurred			\$19,184.50

EXHIBIT B

Task Code Summary

Task Code	Matter	Hours	Value
B120	Asset Analysis and Recovery	6.30	\$ 3,224.00
B160	Fee/ Employment Applications	38.40	\$15,960.50
	Total:	44.70	\$19,184.50

EXHIBIT C

Itemized Fees



MORITT HOCK & HAMROFF LLP
INVOICE DATED JANUARY 2021
File # N-1944.001 Re: Sears Bankruptcy

Date	Prof	Narrative	Task Code	Units
11/6/2020	JPC	Review October time entries and descriptions for preparation of monthly fee statement.	B160	0.30
11/10/2020	VJ	Draft Eighth Fee Statement for October 2020.	B160	1.80
11/12/2020	JPC	Review and revise draft fee statement.	B160	1.00
11/16/2020	VJ	Review and edit November Invoice (0.8); e-file Eighth Monthly Fee Statement on docket and email to all noticed parties (0.4).	B160	1.20
12/2/2020	VJ	Begin drafting Second Fee Application.	B160	1.50
12/3/2020	SMT	Review and Analysis of share entries concerning Blackrock.	B120	0.60
12/3/2020	SMT	Response email to Kara Casteel regarding findings after review and analysis.	B120	0.20
12/3/2020	VJ	Continue reviewing fee statements, calculating fees and expenses and payments in order to continue drafting second fee application.	B160	5.20
12/4/2020	VJ	Continue drafting Second Fee Application and forward to JPC, TAB, TAD.	B160	6.20
12/10/2020	JPC	Review and revise Second Interim Fee App, including analysis of calculations.	B160	5.80
12/11/2020	JPC	Analysis of fees and payment for interim fee app.	B160	1.00
12/11/2020	TAD	Review draft of second interim fee application.	B160	1.00
12/11/2020	TAD	Revise second interim fee application (.70); further revisions to second interim fee application based on Akin comments (.30).	B160	1.00
12/11/2020	TAD	Review and confirm all fee statement numbers as against billing records, first interim fee application.	B160	1.30
12/11/2020	TAD	Emails and call with Zach Lanier (Akin Gump) re: draft second interim fee application (.40); email J. Chou re: same (.10).	B160	0.50
12/14/2020	JPC	Revising and updating second interim fee application to reflect recent payments.	B160	1.40
12/14/2020	TAD	Review fee application and confirm all numbers.	B160	1.00
12/15/2020	VJ	Efile Second Interim Fee Application and forward filed copy to Prime Clerk for service.	B160	0.50
12/15/2020	JPC	Finalizing interim fee application.	B160	1.40
12/15/2020	TAD	Final review of fee application prior to filing (1.3); correspond with James Chou, Zach Lanier and V. Jankowski re: filing and service of same (0.4).	B160	1.70
12/16/2020	DJM	Draft/revise chart for Akin Gump	B120	3.00
12/17/2020	DJM	Draft/revise chart for Akin Gump, sending of same.	B120	1.80

12/17/2020 SMT	Email with D. Marlow regarding email request from Akin Gump.	B120	0.20
12/17/2020 SMT	Email response to Akin regarding share data information.	B120	0.10
12/21/2020 TAB	Conference call with counsel to the free examiner to discuss protocols for responding to the fee examiners queries.	B160	0.30
12/23/2020 VJ	Prepare spreadsheets as requested by Ballard Spahr.	B160	1.50
12/29/2020 DJM	Review and response to questions from Akin Gump.	B120	0.40
12/31/2020 VJ	Continue preparing Excel speadsheets of information for First Fee Application and Second Fee Application.	B160	2.80
			<hr/> 44.70

EXHIBIT E
Itemized Disbursements

DATE	DESCRIPTION	VALUE
10/31/20	Court Solutions court appearance JPC 10/6/20; 10/15/20	\$140.00
10/31/20	Court Solutions court appearance TAB 10/15/20	\$ 70.00
11/30/20	Transportation Uber JPC	\$ 15.88
12/11/20	Copies – In House	\$ 7.20
TOTAL		\$233.08

EXHIBIT D

Disbursement Summary

Disbursement Activity	Amount
Copies – In House	\$ 7.20
Transportation	\$ 15.88
Telephonic Court Appearances	\$210.00
Total:	\$233.08